

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM348614

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/11/2014
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Geminose, Inc.		09/11/2014	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	STARBREEZE USA, INC.
Street Address:	8484 Wilshire Boulevard, Suite 870
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90211
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	85967505	GEMINOSE
Serial Number:	85610373	NIMMY
Serial Number:	85575828	TOPAZ TIGER
Serial Number:	85575824	SMUDGE
Serial Number:	85559287	DIAMOND DOG

CORRESPONDENCE DATA

Fax Number: 8668605320

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (310) 475-0321

Email: sharona@candlaw.com

Correspondent Name: Sharona Ghodsian Katan, Esq.

Address Line 1: 10866 Wilshire Boulevard, Suite 970

Address Line 4: Los Angeles, CALIFORNIA 90024

NAME OF SUBMITTER:	Constantino Lazouras
SIGNATURE:	/Constantino Lazouras/
DATE SIGNED:	07/20/2015

OP \$140.00 85967505

Total Attachments: 3

source=MergerIntoSZSecState#page1.tif

source=MergerIntoSZSecState#page2.tif

source=MergerIntoSZSecState#page3.tif

3680724(over)

Delaware

The First State

01253333

FILED

Secretary of State
State of California

PAGE SEP 11 2014

lpc

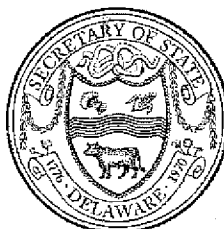
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GEMINOSE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "STARBREEZE USA, INC." UNDER THE NAME OF
"STARBREEZE USA, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE ELEVENTH DAY OF SEPTEMBER, A.D. 2014, AT 3:52
O'CLOCK P.M.

5586579 8100M

141169214

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1690500

DATE: 09-11-14

TRADEMARK

REF: 005580 FRAME: 0541

CERTIFICATE OF MERGER

GEMINOSE, INC.
(a California corporation)

with and into

STARBREEZE USA, INC.
(a Delaware corporation)

Pursuant to Section 252
of the Delaware General Corporation Law

Pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL"),
the undersigned corporation executed the following Certificate of Merger.

FIRST: The name of each constituent corporation is Geminose, Inc., a California corporation ("CA Corp"), and Starbreeze USA, Inc., a Delaware corporation ("DE Corp").

SECOND: The Agreement for Share Sale and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Section 252 of the DGCL.

THIRD: The name of the surviving corporation is Starbreeze USA, Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The merger is to become effective on September 11, 2014.

SIXTH: The executed Agreement for Share Sale and Plan of Merger is on file at Regeringsgatan 28, 111 53 Stockholm, Sweden, the place of business of the Surviving Corporation.

SEVENTH: A copy of the Agreement for Share Sale and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of DE Corp or CA corp.

EIGHTH: The authorized stock and par value of CA Corp is (i) 15,000,000 shares of Common Stock, no par value, (ii) 2,000,000 shares of Series A Preferred Stock, no par value, and (iii) 3,000,000 shares of Series B Preferred Stock, no par value.

[Signature Page Follows]

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate of merger to be signed by an authorized officer, the 11 of September, 2014.

STARBREEZE USA, INC.

By: 

Name: Bo Andersson Klint
Title: President

[SIGNATURE PAGE TO DELAWARE CERTIFICATE OF MERGER]